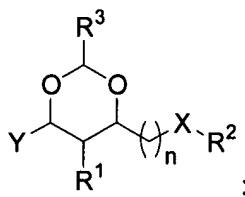


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. **(Original)** A compound having the structure **(I)**:



and pharmaceutically acceptable derivatives thereof;

wherein R^1 is hydrogen, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

n is 1-5;

R^2 is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

X is $-O-$, $-C(R^{2A})_2-$, $-S-$, or $-NR^{2A}-$, wherein R^{2A} is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

or wherein two or more occurrences of R^2 and R^{2A} , taken together, form an alicyclic or heterocyclic moiety, or an aryl or heteroaryl moiety;

R^3 is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety; and

Y is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety.

2. **(Original)** The compound of claim 1, wherein:

R^1 is hydrogen, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety;

R^2 is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety;

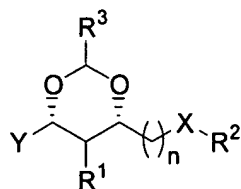
X is $-O-$, $-C(R^{2A})_2-$, $-S-$, or $-NR^{2A}-$, wherein R^{2A} is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(\text{aliphatic})\text{aryl}$, $-(\text{aliphatic})\text{heteroaryl}$, $-(\text{heteroaliphatic})\text{aryl}$, or $-(\text{heteroaliphatic})\text{heteroaryl}$ moiety;

or wherein two or more occurrences of R^2 and R^{2A} , taken together, form an alicyclic or heterocyclic moiety, or an aryl or heteroaryl moiety;

R³ is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(\text{aliphatic})\text{aryl}$, $-(\text{aliphatic})\text{heteroaryl}$, $-(\text{heteroaliphatic})\text{aryl}$, or $-(\text{heteroaliphatic})\text{heteroaryl}$ moiety; and

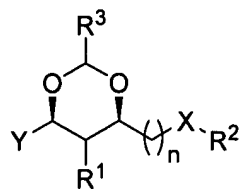
Y is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(\text{aliphatic})\text{aryl}$, $-(\text{aliphatic})\text{heteroaryl}$, $-(\text{heteroaliphatic})\text{aryl}$, or $-(\text{heteroaliphatic})\text{heteroaryl}$ moiety.

3. **(Original)** The compound of claim 1, wherein the compound has the structure as shown in formula **(Ia)**:



(Ia)

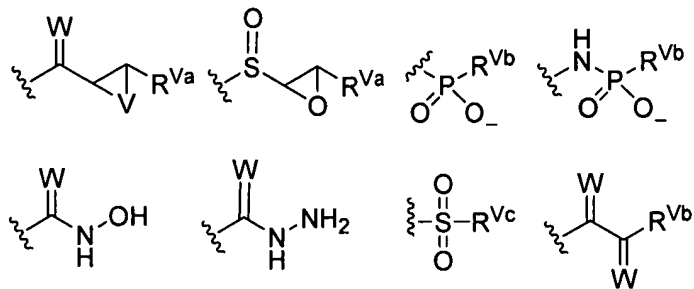
4. **(Original)** The compound of claim 1, wherein the compound has the structure as shown in formula **(Ib)**:



(Ib)

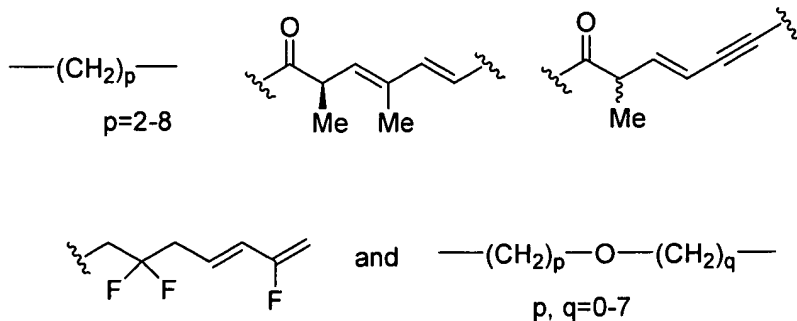
5. **(Currently Amended)** The compound of claim 1, wherein when R^3 represents a phenyl group substituted with a moiety having the structure $-P-Q$, the following groups do not occur simultaneously as defined:

Q is selected from the group consisting of:

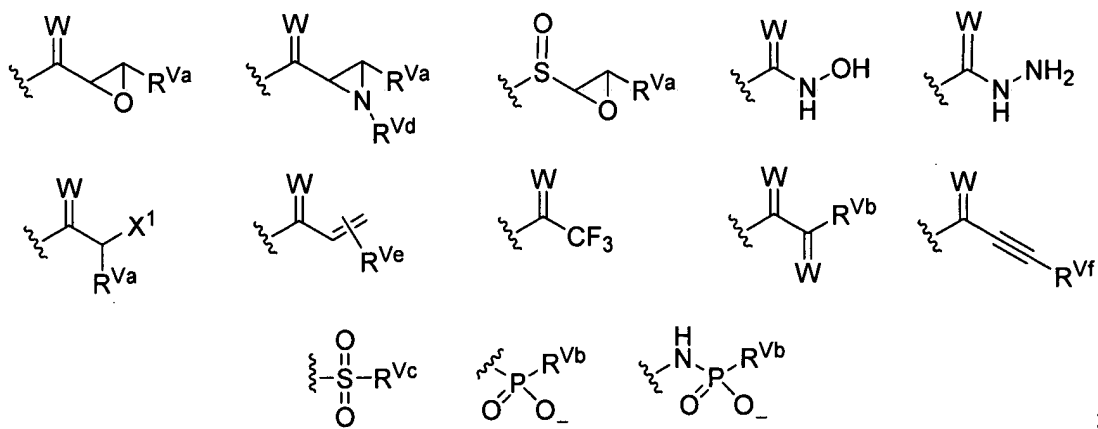


6. **(Original)** The compound of claim 1, wherein when R³ represents a phenyl group substituted with a moiety having the structure -P-Q, the following groups do not occur simultaneously as defined:

P is selected from the group consisting of:



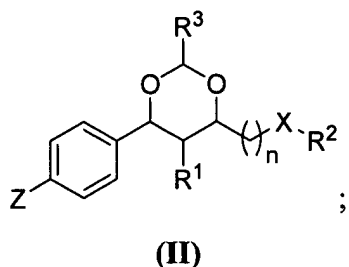
Atty Docket No.: 2001180-0075
Client Reference: HU 1917-01/CIP



wherein W and R^{Va-d} are as defined above; X¹ is a good leaving group (e.g., diazo, halogen, a sulfate or sulfonate ester such as a tosylate or mesylate); R^{Ve} is hydrogen, alkyl, aryl, alkoxy, aryloxy, halogen; and R^{Vf} is hydrogen, alkyl or halogen.

7. **(Original)** The compound of claim 1, wherein Y is an aryl or heteroaryl moiety substituted with Z, wherein Z is hydrogen, $-(CH_2)_qOR^Z$, $-(CH_2)_qSR^Z$, $-(CH_2)_qN(R^Z)_2$, $-C(=O)R^Z$, $-C(=O)N(R^Z)_2$, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein q is 0-4, and wherein each occurrence of R^Z is independently hydrogen, a protecting group, a solid support unit, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety.

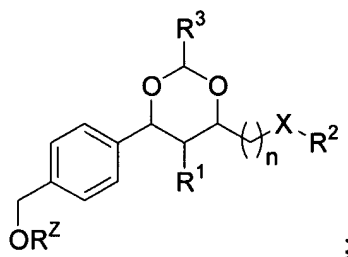
8. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and the compound has the structure **(II)**:



wherein Z is hydrogen, $-(CH_2)_qOR^Z$, $-(CH_2)_qSR^Z$, $-(CH_2)_qN(R^Z)_2$, $-C(=O)R^Z$, $-C(=O)N(R^Z)_2$, or an alkyl, heteroalkyl, aryl, heteroaryl, $-(alkyl)aryl$, $-(alkyl)heteroaryl$, $-(heteroalkyl)aryl$, or $-(heteroalkyl)heteroaryl$ moiety, wherein q is 0-4, and wherein each

occurrence of R^Z is independently hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or -(heteroalkyl)heteroaryl moiety.

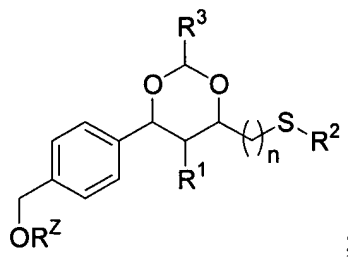
9. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and the compound has the structure **(III)**:



(III)

wherein R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or -(heteroalkyl)heteroaryl moiety.

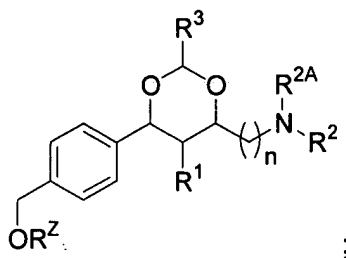
10. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and X is S and the compound has the structure **(IV)**:



(IV)

wherein R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or -(heteroalkyl)heteroaryl moiety.

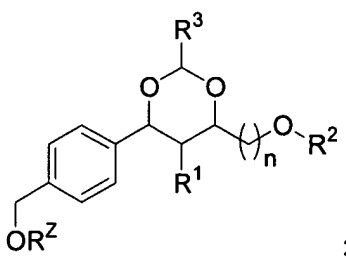
11. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and X is $-NR^{2A}$ and the compound has the structure **(V)**:



(V)

wherein R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or –(heteroalkyl)heteroaryl moiety.

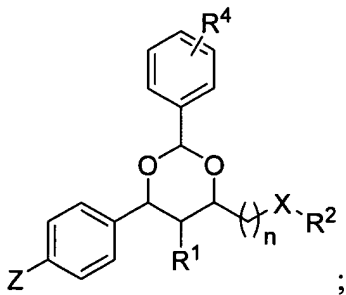
12. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and X is –O– and the compound has the structure (VI):



(VI)

wherein R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or –(heteroalkyl)heteroaryl moiety.

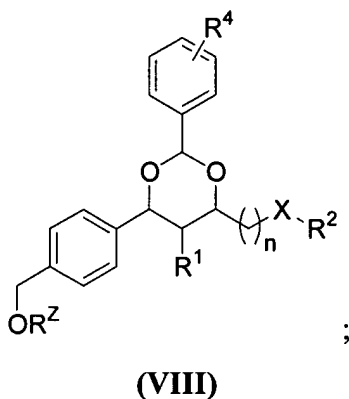
13. **(Original)** The compound of claim 1, wherein Y is a substituted phenyl moiety and R^3 is a phenyl moiety substituted with R^4 and the compound has the structure (VII):



(VII)

wherein R^4 is $-(CH_2)_rN(R^{4A})_2$, $-(CH_2)_rSR^{4A}$, $-(CH_2)_rOR^{4A}$, $-(CH_2)_rNR^{4A}C(=O)R^{4B}$, $-(CH_2)_tC(=O)N(R^{4A})_2$, $-S(O)_2R^{4A}$, or is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein each occurrence of R^{4B} is independently hydrogen, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety; and each occurrence of R^{4A} is independently hydrogen, a protecting group, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, or is $-C(=O)CH(R^{4C})NH(SO_2)R^{4D}$, $-SO_2R^{4C}$, $-C(=O)R^{4C}$, $-C(=O)N(R^{4C})_2$, $-C(=S)N(R^{4C})_2$, or $-C(=O)(CH_2)_tC(=O)NHR^{4C}$, wherein each occurrence of R^{4C} and R^{4D} is independently hydrogen, a protecting group, hydroxyl, protected hydroxyl, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein r and t are each independently 0-5; and Z is hydrogen, $-(CH_2)_qOR^Z$, $-(CH_2)_qSR^Z$, $-(CH_2)_qN(R^Z)_2$, $-C(=O)R^Z$, $-C(=O)N(R^Z)_2$, or an alkyl, heteroalkyl, aryl, heteroaryl, $-(alkyl)aryl$, $-(alkyl)heteroaryl$, $-(heteroalkyl)aryl$, or $-(heteroalkyl)heteroaryl$ moiety, wherein q is 0-4, and wherein each occurrence of R^Z is independently hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, $-(alkyl)aryl$, $-(alkyl)heteroaryl$, $-(heteroalkyl)aryl$, or $-(heteroalkyl)heteroaryl$ moiety.

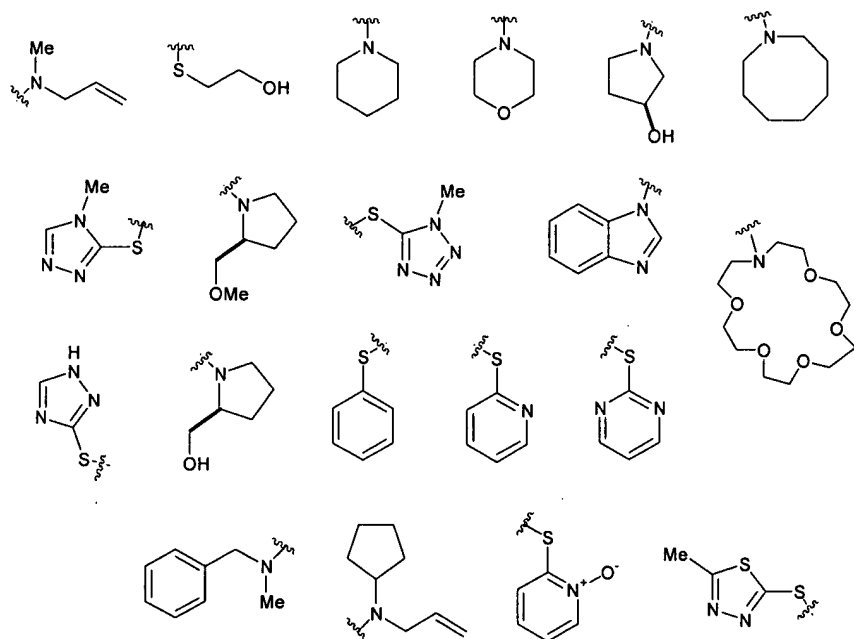
14. **(Original)** The compound of claim 13, wherein Z is $-CH_2OR^Z$, and the compound has the structure **(VIII)**:

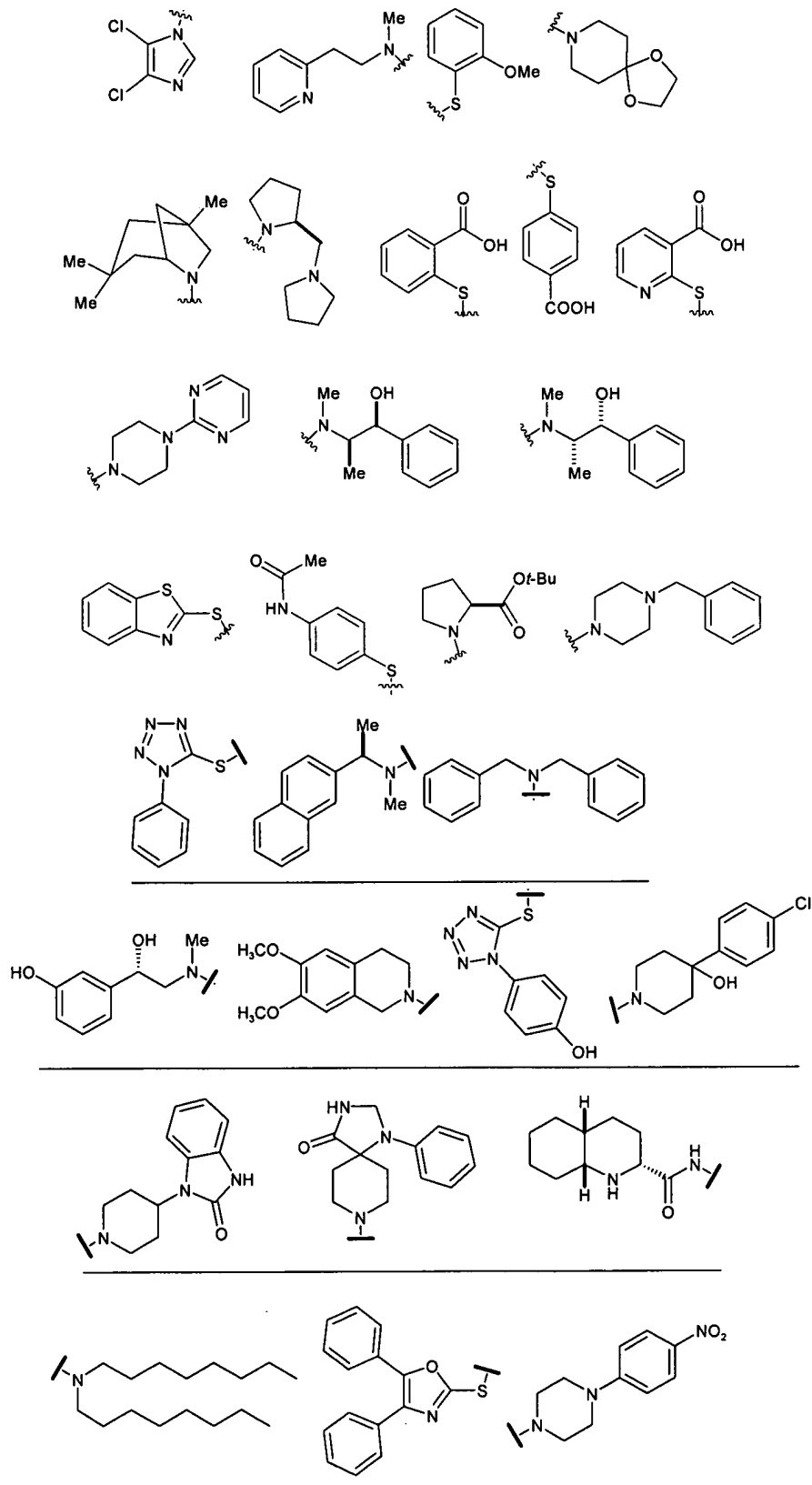


wherein R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or –(heteroalkyl)heteroaryl moiety.

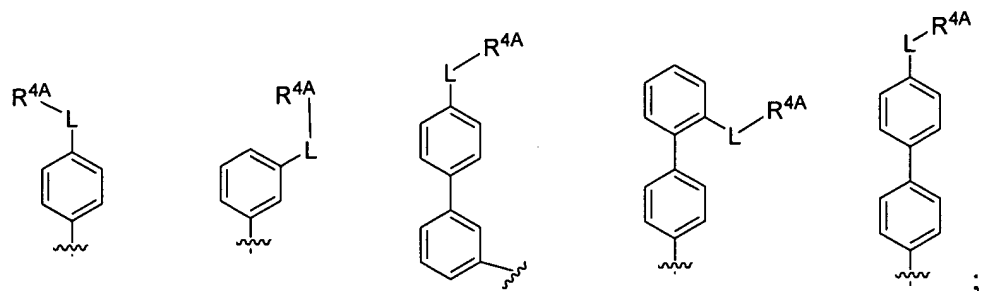
15. **(Original)** The compound of claim 1, wherein R^1 is hydrogen, methyl, or phenyl.

16. **(Currently Amended)** The compound of claim 1, wherein $X-R^2$ has one of the structures:





17. **(Currently Amended)** The compound of claim 1, wherein R^3 is one of the following structures:



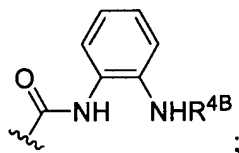
wherein L is a substituted or unsubstituted ~~C_{4-8} alkylidene or C_{4-8} alkenylidene~~ C_{4-8} alkylene or C_{4-8} alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; and R^{4A} comprises a metal chelator.

18. **(Currently Amended)** The compound of claim 17, wherein L is ~~$-(CH_2)_rN(R^{4C})Alk^1R^{4A}$~~ $-(CH_2)_rN(R^{4C})Alk^1-$, wherein r is 0 or 1; R^{4C} is hydrogen, a nitrogen protecting group, alkyl, acyl, heteroalkyl, aryl or heteroaryl; and Alk¹ is a substituted or unsubstituted ~~C_{3-7} alkylidene or C_{3-7} alkenylidene~~ C_{3-7} alkylene or C_{3-7} alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

19. **(Currently Amended)** The compound of claim 17, wherein L is ~~$-(CH_2)_rN(R^{4C})C(=O)Alk^2R^{4A}$~~ $-(CH_2)_rN(R^{4C})C(=O)Alk^2-$, wherein r is 0 or 1; R^{4C} is hydrogen, a nitrogen protecting group, alkyl, acyl, heteroalkyl, aryl or heteroaryl; and Alk² is a substituted or unsubstituted ~~C_{3-6} alkylidene or C_{3-6} alkenylidene~~ C_{3-6} alkylene or C_{3-6} alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

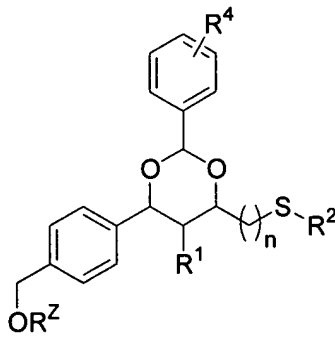
20. **(Currently Amended)** The compound of claim 17, wherein L is $-(CH_2)_rNHC(=O)(CH_2)_t-$, wherein r is 0 or 1; and t is ~~3, 4 or 5~~ 3, 4, 5 or 6.

21. **(Original)** The compound of any one of claims 17-20, wherein R^{4A} is $-C(=O)OR^{4B}$, $-C(=O)NHR^{4B}$ or a moiety having the structure:



wherein each occurrence of R^{4B} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

22. **(Original)** The compound of claim 1, wherein the compound has the structure:

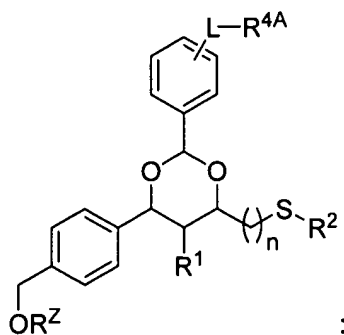


wherein R^4 is $-(CH_2)_rN(R^{4A})_2$, $-(CH_2)_rSR^{4A}$, $-(CH_2)_rOR^{4A}$, $-(CH_2)_rNR^{4A}C(=O)R^{4B}$, $-(CH_2)_rC(=O)N(R^{4A})_2$, $-S(O)_2R^{4A}$, or is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein each occurrence of R^{4B} is independently hydrogen, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety; and each occurrence of R^{4A} is independently hydrogen, a protecting group, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, or is $-C(=O)CH(R^{4C})NH(SO_2)R^{4D}$, $-SO_2R^{4C}$, $-C(=O)R^{4C}$, $-C(=O)N(R^{4C})_2$, $-C(=S)N(R^{4C})_2$, or $-C(=O)(CH_2)_tC(=O)NHR^{4C}$, wherein each occurrence of R^{4C} and R^{4D} is independently hydrogen, a protecting group, hydroxyl, protected hydroxyl, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety.

(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety, wherein r and t are each independently 0-5; and R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or -(heteroalkyl)heteroaryl moiety.

23. **(Original)** The compound of claim 22, wherein R^1 is hydrogen, phenyl or methyl, R^Z is hydrogen or a solid support unit; R^2 is a substituted or unsubstituted alkyl or heteroalkyl moiety, or a substituted or unsubstituted aryl or heteroaryl moiety; and R^4 is $-(CH_2)_rN(R^{4A})_2$, $-(CH_2)_rSR^{4A}$, $-(CH_2)_rOR^{4A}$, $-(CH_2)_rNR^{4A}C(=O)R^{4B}$, $-(CH_2)_rC(=O)N(R^{4A})_2$, $-S(O)_2R^{4A}$, or is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety, wherein each occurrence of R^{4B} is independently hydrogen, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety; and each occurrence of R^{4A} is independently hydrogen, a protecting group, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety, or is $-C(=O)CH(R^{4C})NH(SO_2)R^{4D}$, $-SO_2R^{4C}$, $-C(=O)R^{4C}$, $-C(=O)N(R^{4C})_2$, $-C(=S)N(R^{4C})_2$, or $-C(=O)(CH_2)_tC(=O)NHR^{4C}$, wherein each occurrence of R^{4C} and R^{4D} is independently hydrogen, a protecting group, hydroxyl, protected hydroxyl, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, -(aliphatic)aryl, -(aliphatic)heteroaryl, -(heteroaliphatic)aryl, or -(heteroaliphatic)heteroaryl moiety, wherein r and t are each independently 0-5.

24. **(Currently Amended)** The compound of claim 22, wherein R^4 represents a moiety having the structure $-L-R^{4A}$ and the compound has the structure:

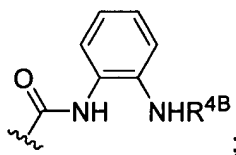


wherein L is a linker and R^{4A} comprises a metal chelator.

25. **(Currently Amended)** The compound of claim 24, wherein L is a substituted or unsubstituted ~~C₄₋₈alkylidene or C₄₋₈alkenylidene~~ C₄₋₈alkylene or C₄₋₈alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

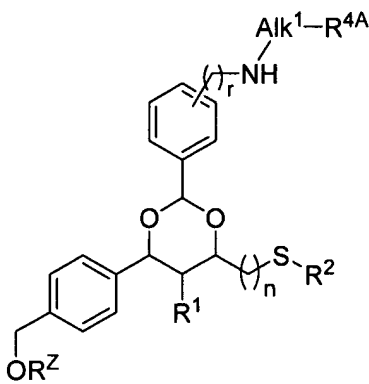
26. **(Currently Amended)** The compound of claim 25, wherein L is - (CH₂)_rNHC(=O)(CH₂)_t-, wherein r is 0 or 1; and t is ~~3, 4 or 5~~ 3, 4, 5 or 6.

27. **(Original)** The compound of claim 24, wherein R^{4A} is -C(=O)OR^{4B}, -C(=O)NHR^{4B} or a moiety having the structure:



wherein each occurrence of R^{4B} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

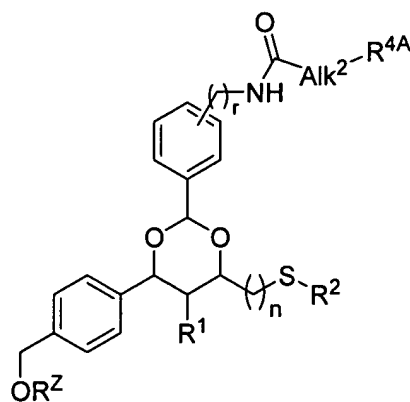
28. **(Currently Amended)** The compound of claim 24, wherein the compound has the structure:



wherein r is 0 or 1; Alk¹ is a substituted or unsubstituted ~~C₄₋₇alkylidene or C₄₋₇alkenylidene~~ C₄₋₇alkylene or C₄₋₇alkenylene chain wherein up to two non-adjacent methylene

units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; R^{4A} comprises a metal chelator; and R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or – (heteroalkyl)heteroaryl moiety.

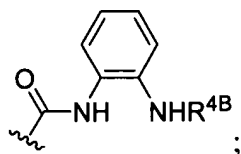
29. **(Currently Amended)** The compound of claim 28, wherein Alk¹ is a moiety having the structure –C(=O)-Alk²- and the compound has the structure:



wherein Alk² is a substituted or unsubstituted ~~C₃₋₆alkylidene or C₃₋₆alkenylidene~~ C₃₋₆alkylene or C₃₋₆alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

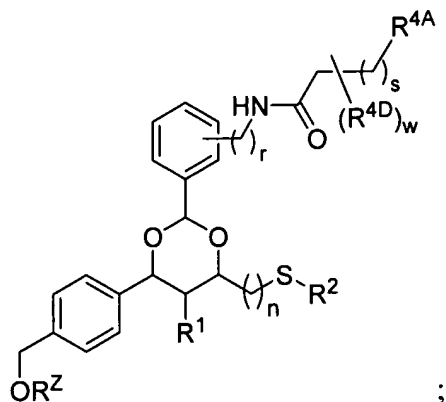
30. **(Currently Amended)** The compound of claim 29, wherein Alk² is a substituted or unsubstituted ~~C₃₋₆alkylidene~~ C₃₋₆alkylene chain.

31. **(Original)** The compound of claim 29, wherein R^{4A} is –C(=O)OR^{4B}, –C(=O)NHOR^{4B} or a moiety having the structure:



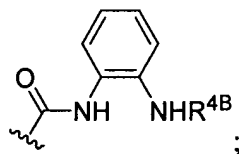
wherein each occurrence of R^{4B} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

32. **(Original)** The compound of claim 28 having the structure:



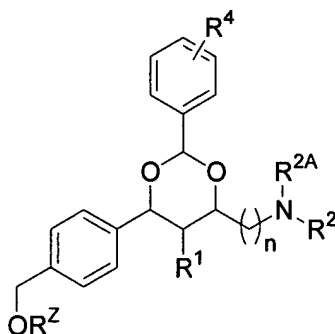
wherein s is an integer from 2-5; w is an integer from 0-4; R^{4A} comprises a metal chelator and each occurrence of R^{4D} is independently hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocyclic, alkenyl, alkynyl, aryl, heteroaryl, halogen, CN, NO₂, or WR^{W1} wherein W is O, S, NR^{W2} , $-C(=O)$, $-S(=O)$, $-SO_2$, $-C(=O)O-$, $-OC(=O)$, $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2} , R^{W1} and R^{W2} , taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent occurrences of R^{2B} , taken together with the atoms to which they are attached, form a substituted or unsubstituted, saturated or unsaturated alicyclic or heterocyclic moiety, or a substituted or unsubstituted aryl or heteroaryl moiety.

33. **(Original)** The compound of claim 32, wherein R^{4A} is $-C(=O)OR^{4B}$, $-C(=O)NHR^{4B}$ or a moiety having the structure:



wherein each occurrence of R^{4B} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

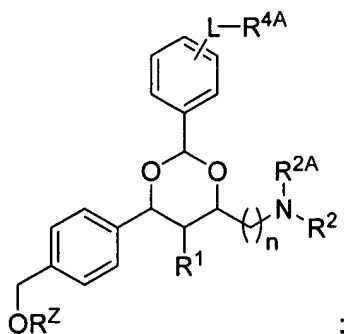
34. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein R^4 is $-(CH_2)_rN(R^{4A})_2$, $-(CH_2)_rSR^{4A}$, $-(CH_2)_rOR^{4A}$, $-(CH_2)_rNR^{4A}C(=O)R^{4B}$, $-(CH_2)_rC(=O)N(R^{4A})_2$, $-S(O)_2R^{4A}$, or is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein each occurrence of R^{4B} is independently hydrogen, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety; and each occurrence of R^{4A} is independently hydrogen, a protecting group, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, or is $-C(=O)CH(R^{4C})NH(SO_2)R^{4D}$, $-SO_2R^{4C}$, $-C(=O)R^{4C}$, $-C(=O)N(R^{4C})_2$, $-C(=S)N(R^{4C})_2$, or $-C(=O)(CH_2)_tC(=O)NHR^{4C}$, wherein each occurrence of R^{4C} and R^{4D} is independently hydrogen, a protecting group, hydroxyl, protected hydroxyl, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein r and t are each independently 0-5; R^{2A} is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl or heteroaryl moiety; and R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, $-(alkyl)aryl$, $-(alkyl)heteroaryl$, $-(heteroalkyl)aryl$, or $-(heteroalkyl)heteroaryl$ moiety.

35. **(Original)** The compound of claim 34, wherein R^1 is hydrogen, phenyl or methyl, R^Z is hydrogen or a solid support unit; R^2 is a substituted or unsubstituted alkyl or heteroalkyl moiety, or a substituted or unsubstituted aryl or heteroaryl moiety; either or both of R^2 and R^{2A} , or R^2 and R^{2A} taken together with the nitrogen atom to which they are attached, forms a substituted or unsubstituted cycloalkyl or heterocyclic moiety, or a substituted or unsubstituted aryl or heteroaryl moiety; and R^4 is $-(CH_2)_rN(R^{4A})_2$, $-(CH_2)_rSR^{4A}$, $-(CH_2)_rOR^{4A}$, $-(CH_2)_rNR^{4A}C(=O)R^{4B}$, $-(CH_2)_rC(=O)N(R^{4A})_2$, $-S(O)_2R^{4A}$, or is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein each occurrence of R^{4B} is independently hydrogen, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety; and each occurrence of R^{4A} is independently hydrogen, a protecting group, an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, or is $-C(=O)CH(R^{4C})NH(SO_2)R^{4D}$, $-SO_2R^{4C}$, $-C(=O)R^{4C}$, $-C(=O)N(R^{4C})_2$, $-C(=S)N(R^{4C})_2$, or $-C(=O)(CH_2)_tC(=O)NHR^{4C}$, wherein each occurrence of R^{4C} and R^{4D} is independently hydrogen, a protecting group, hydroxyl, protected hydroxyl, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aryl, heteroaryl, $-(aliphatic)aryl$, $-(aliphatic)heteroaryl$, $-(heteroaliphatic)aryl$, or $-(heteroaliphatic)heteroaryl$ moiety, wherein r and t are each independently 0-5.

36. **(Currently Amended)** The compound of claim 34, wherein R^4 represents a moiety having the structure $-L-R^{4A}$ and the compound has the structure:

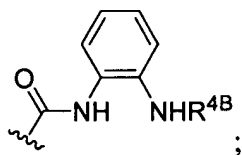


wherein L is a linker and R^{4A} comprises a metal chelator.

37. **(Currently Amended)** The compound of claim 36, wherein L is a substituted or unsubstituted ~~C₄₋₈alkylidene or C₄₋₈alkenylidene~~ C₄₋₈alkylene or C₄₋₈alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

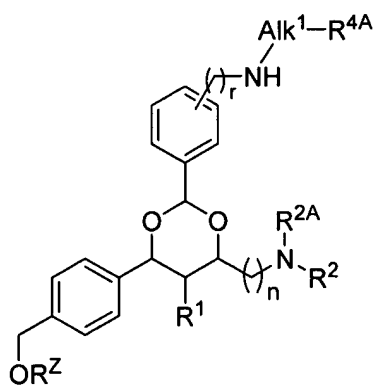
38. **(Currently Amended)** The compound of claim 37, wherein L is $-(CH_2)_rNHC(=O)(CH_2)_t-$, wherein r is 0 or 1; and t is ~~3, 4 or 5~~ 3, 4, 5 or 6.

39. **(Original)** The compound of claim 36, wherein R^{4A} is $-C(=O)OR^{4B}$, $-C(=O)NHR^{4B}$ or a moiety having the structure:



wherein each occurrence of R^{4B} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

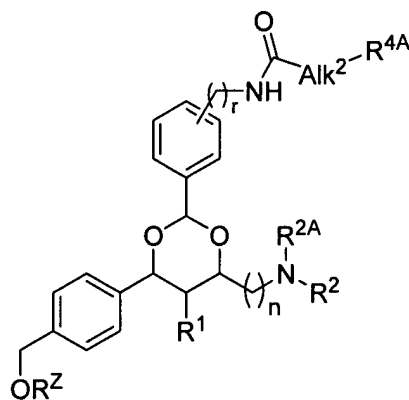
40. **(Currently Amended)** The compound of claim 34, wherein the compound has the structure:



wherein r is 0 or 1; Alk¹ is a substituted or unsubstituted ~~C₄₋₇alkylidene or C₄₋₇alkenylidene~~ C₄₋₇alkylene or C₄₋₇alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1},

NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; R^{4A} comprises a metal chelator; and R^Z is hydrogen, a protecting group, a solid support unit, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, -(alkyl)aryl, -(alkyl)heteroaryl, -(heteroalkyl)aryl, or - (heteroalkyl)heteroaryl moiety.

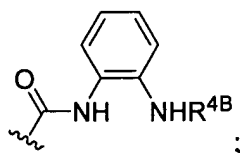
41. **(Currently Amended)** The compound of claim 40, wherein Alk¹ is a moiety having the structure -C(=O)-Alk²- and the compound has the structure:



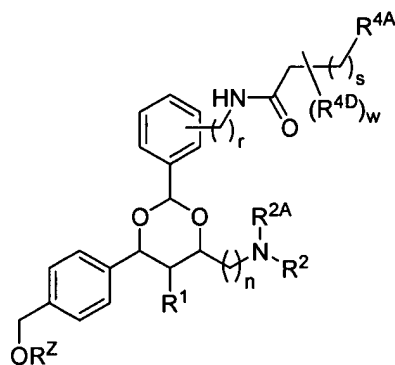
wherein Alk² is a substituted or unsubstituted ~~C₃₋₆alkylidene or C₃₋₆alkenylidene~~ C₃₋₆alkylene or C₃₋₆alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

42. **(Currently Amended)** The compound of claim 41, wherein Alk² is a substituted or unsubstituted ~~C₃₋₆alkylidene~~ C₃₋₆alkylene chain.

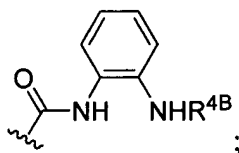
43. **(Original)** The compound of claim 41, wherein R^{4A} is -C(=O)OR^{4B}, -C(=O)NHR^{4B} or a moiety having the structure:



44. (Original) The compound of claim 34 having the structure:

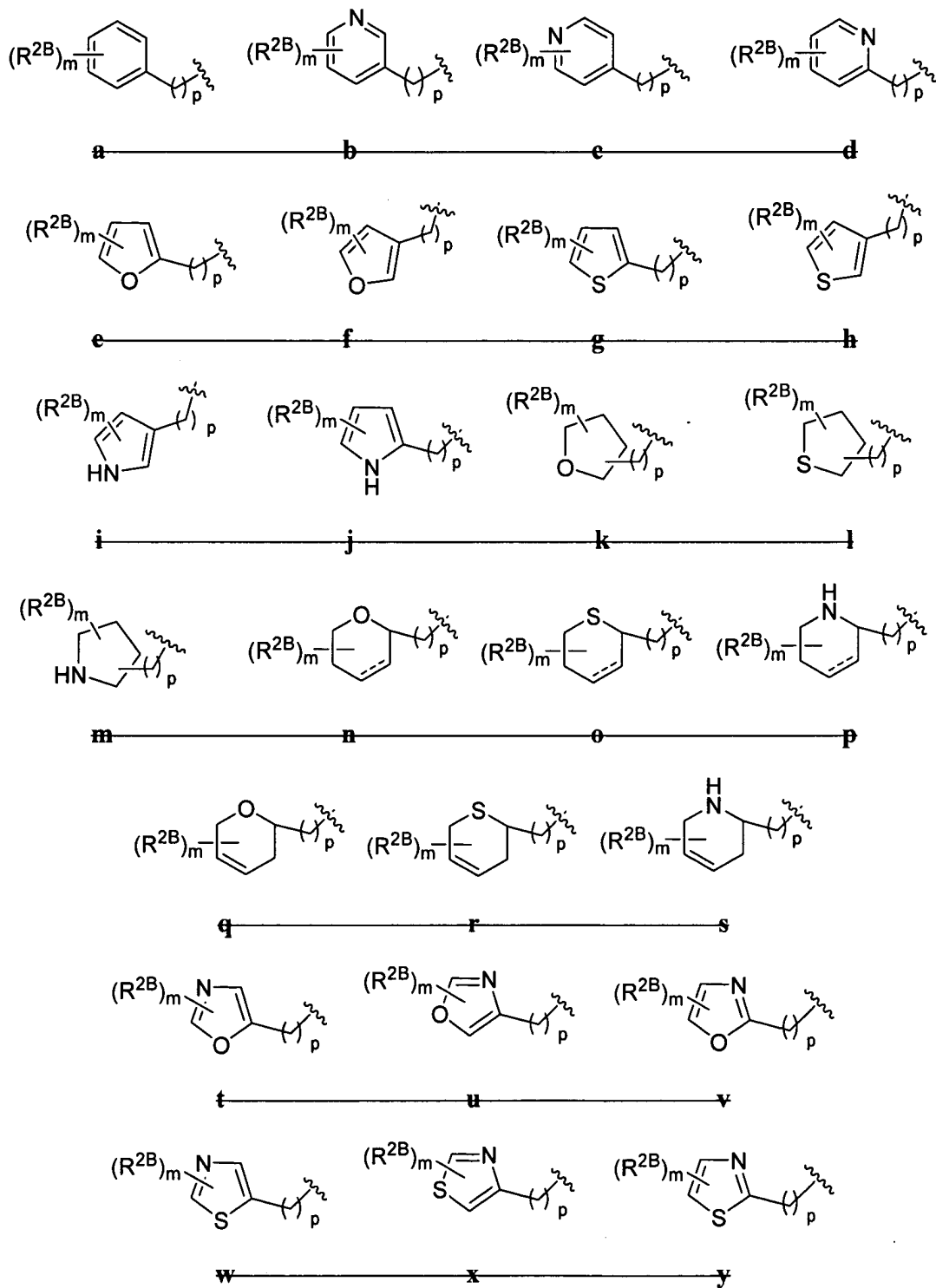


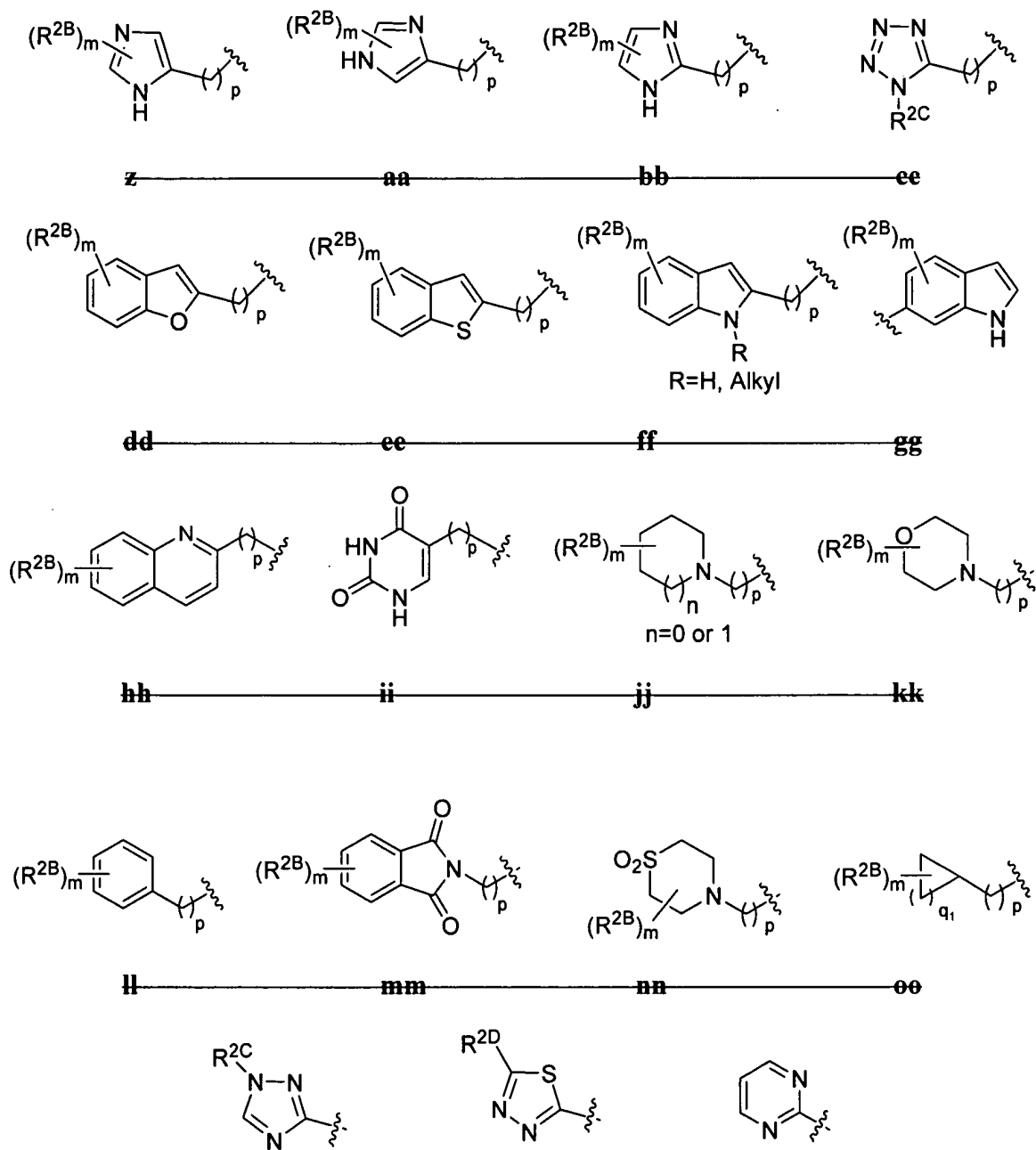
45. **(Original)** The compound of claim 44, wherein R^{4A} is -C(=O)OR^{4B}, -C(=O)NHOR^{4B} or a moiety having the structure:



Atty Docket No.: 2001180-0075
Client Reference: HU 1917-01/CIP

46. (Currently Amended) The compound of claim 1, 22, 32, 34 or 44, wherein R² is one of the following structures:

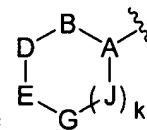




wherein m and p are each independently integers from 0 to 3; q_1 is an integer from 1 to 6; R^{2C} is hydrogen, lower alkyl, aryl or a nitrogen protecting group; R^{2D} is hydrogen or lower alkyl; and each occurrence of R^{2B} is independently hydrogen, halogen, $-CN$, $-COOH$, NO_2 , alkyl, heteroalkyl, aryl, heteroaryl, or WR^{W1} wherein W is O, S, NR^{W2} , $-C(=O)$, $-S(=O)$, $-SO_2$, $-C(=O)O-$, $-OC(=O)$, $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2} , R^{W1} and R^{W2} , taken

together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent occurrences of R^{2B} , taken together with the atoms to which they are attached, form a substituted or unsubstituted, saturated or unsaturated alicyclic or heterocyclic moiety, or a substituted or unsubstituted aryl or heteroaryl moiety.

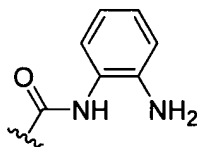
47. **(Original)** The compound of claim 34 or 44, wherein either or both of R^2 , R^{2A} , or R^2 and



R^{2A} , taken together with the nitrogen atom to which they are attached comprise
wherein k is an integer from 0-3; A-B, B-D, D-E, E-G, G-J, two or more occurrences of J, and J-A are each connected by a single or double bond; A is CH, C, or N; B is CR^B , $C(R^B)_2$, $C(=O)$, NR^B , N, O or S; D is CR^D , $C(R^D)_2$, $C(=O)$, NR^D , N, O or S; E is CR^E , $C(R^E)_2$, $C(=O)$, NR^E , N, O or S; G is CR^G , $C(R^G)_2$, $C(=O)$, NR^G , N, O or S; and each occurrence of J is independently CR^J , $C(R^J)_2$, $C(=O)$, NR^J , N, O or S; wherein each occurrence of R^B , R^D , R^E , R^G and R^J is independently hydrogen, halogen, hydroxyl, protected hydroxyl, thiol, protected thiol, amino, protected amino, $-COOH$, $-CONH_2$, $-NHCOOH$, $-NHCOO(alkyl)$, $-NHCO(alkyl)$, or a substituted or unsubstituted, cyclic or acyclic, linear or branched alkyl or heteroalkyl moiety, or a substituted or unsubstituted aryl or heteroaryl moiety, or any two or R^B , R^D , R^E , R^G or R^J taken together comprises a substituted or unsubstituted alicyclic or heterocyclic moiety or a substituted or unsubstituted aryl or heteroaryl moiety.

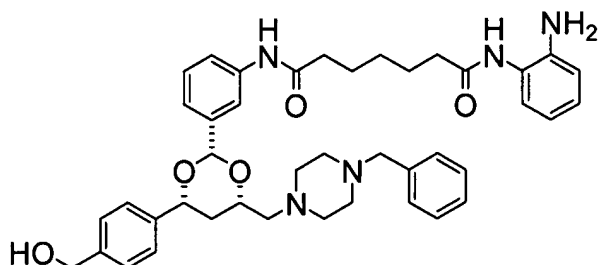
48. **(Original)** The compound of claim 34 or 44, wherein one or both of R^2 and R^{2A} is an aryl or heteroaryl moiety substituted with $-COOH$, halogen, alkyl, heteroalkyl, aryl, heteroaryl, OH, SH, NO_2 , NH_2 , or $-NHC(=O)alkyl$.

49. **(Currently Amended)** The compound of claim ~~1, 22, 32, 34 or 44~~ 32 or 44, wherein R^{4A} is $-C(=O)OH$, $-C(=O)NHOH$ or a moiety having the structure:

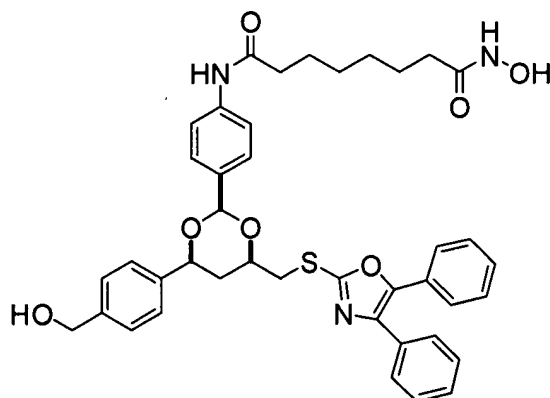


50. **(Currently Amended)** The compound of claim 1, ~~22, 32, 34 or 44~~ 32 or 44, wherein R^{4A} is -C(=O)NHOH.

51. **(Original)** The compound of claim 1 having the structure:



52. **(Original)** The compound of claim 1 having the structure:



53. **(Original)** A pharmaceutical composition comprising:
a compound of any one of claims 1, 22, 32, 34 or 44; and
a pharmaceutically acceptable carrier or diluent, optionally further comprising an additional therapeutic agent.

54. **(Original)** The pharmaceutical composition of claim 53, wherein the compound is present in an amount effective to inhibit histone deacetylase activity.

55. **(Original)** A method for inhibiting histone deacetylase activity in a patient or a biological sample, comprising administering to said patient, or contacting said biological sample with an effective inhibitory amount of a compound of claim 1, 22, 32, 34 or 44.

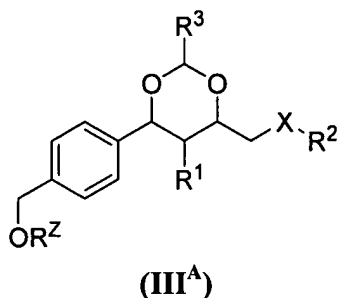
56. **(Original)** A method for inhibiting histone deacetylase activity in a cell comprising contacting a cell with a compound of any one of claims 1, 22, 32, 34 or 44.

57. **(Original)** The method of claim 55, wherein the histone deacetylase is HDAC1 or HDAC6.

58. **(Original)** A method for treating cancer comprising:
administering to a subject in need thereof a therapeutically effective amount of a compound of any one of claims 1, 22, 32, 34 or 44.

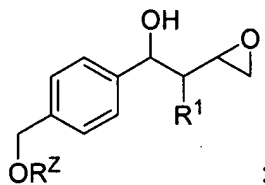
59. **(Original)** The method of claim 58, further comprising administering an additional therapeutic agent.

60. **(Currently Amended)** A method for the synthesis of ~~the core structure (III^A)~~ a compound of claim 9 wherein n is 1, and the compound has the structure:

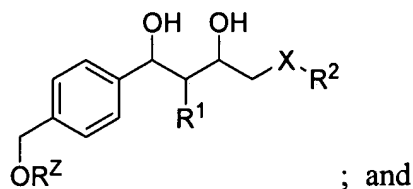


said method comprising steps of:

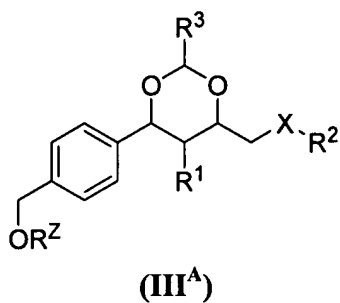
providing an epoxy alcohol having the structure:



reacting the epoxy alcohol with a reagent having the structure R²XH under suitable conditions to generate a diol having the core structure:



reacting the diol with a reagent having the structure $R^3CH(OMe)_2$ under suitable conditions to generate a scaffold having the core structure:



wherein R^1 is hydrogen, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

R^2 is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

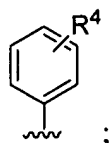
X is $-O-$, $-C(R^{2A})_2-$, $-S-$, or $-NR^{2A}-$, wherein R^{2A} is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

or wherein two or more occurrences of R^2 and R^{2A} , taken together, form an alicyclic or heterocyclic moiety, or an aryl or heteroaryl moiety;

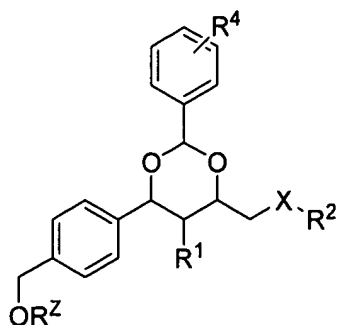
R^3 is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety; and

R^Z is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety and is attached to a solid support.

61. **(Original)** The method of claim 60, wherein R^3 has the following structure:

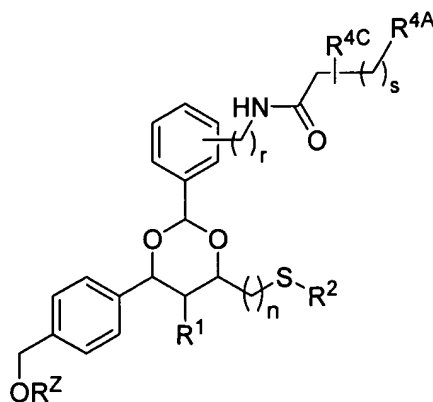


and the method generates a scaffold having the core structure:



(VIII^A)

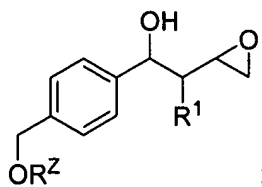
62. **(Currently Amended)** A method for the synthesis of ~~the core structure (IX)~~ a compound of claim 28 having the structure:



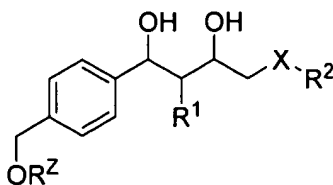
(IX)

said method comprising steps of:

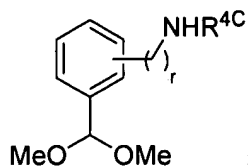
providing an epoxy alcohol having the structure:



reacting the epoxy alcohol with a reagent having the structure R²XH under suitable conditions to generate a diol having the core structure:

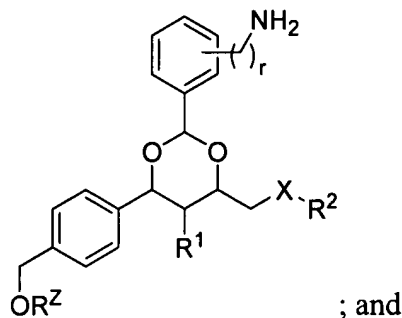


subjecting the diol with a reagent having the structure:



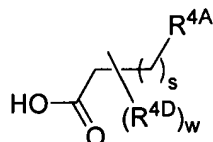
; wherein R^{4C} is a nitrogen protecting group;

to suitable conditions to generate an amine having the structure:

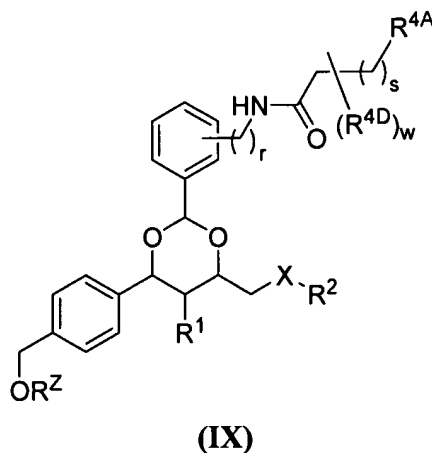


; and

reacting the amine with a reagent having the structure:



under suitable conditions to generate a scaffold having the core structure:



wherein R^1 is hydrogen, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

R^2 is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

X is $-O-$, $-C(R^{2A})_2-$, $-S-$, or $-NR^{2A}-$, wherein R^{2A} is hydrogen, a protecting group, or an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety;

or wherein two or more occurrences of R^2 and R^{2A} , taken together, form an alicyclic or heterocyclic moiety, or an aryl or heteroaryl moiety;

r is 0 or 1;

s is an integer from 2-5;

w is an integer from 0-4;

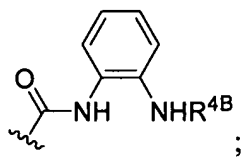
R^{4A} comprises a metal chelator;

each occurrence of **R^{4D}** is independently hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocyclic, alkenyl, alkynyl, aryl, heteroaryl, halogen, CN, NO₂, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), -SO₂, -C(=O)O-, -OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent occurrences of R^{2B}, taken together with the atoms to which they are attached, form a substituted or unsubstituted, saturated or unsaturated alicyclic or heterocyclic moiety, or a substituted or unsubstituted aryl or heteroaryl moiety; and

R^Z is an aliphatic, alicyclic, heteroaliphatic, heterocyclic, aromatic or heteroaromatic moiety and is attached to a solid support.

63. **(Original)** The method of claim 60 or 62, wherein the method further comprises cleaving the core structure from the solid support to which it is attached.

64. **(Original)** The method of claim 60 or 62, wherein **R^{4A}** comprises -C(=O)OR^{4B}, -C(=O)NHR^{4B} or a moiety having the structure:



wherein each occurrence of **R^{4B}** is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

65. **(Original)** The method of claim 64, wherein **R^{4B}** is hydrogen.